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Liquidating Trust*

*Counsel to the Circuit City Stores, Inc.  
Liquidating Trust*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re:	)	Case No. 08-35653-KRH
	)	
CIRCUIT CITY STORES, INC. <sup>1</sup> , et al.,	)	Chapter 11
	)	
Debtors.	)	(Jointly Administered)
	)	

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**ORDER SUSTAINING LIQUIDATING TRUST'S SIXTEENTH OMNIBUS  
OBJECTION TO CERTAIN HR CLAIMS: RECLASSIFY; REDUCE  
(PHANTOM STOCK PROGRAM)**

THIS MATTER having come before the Court on the *Liquidating Trust's*  
*Sixteenth Omnibus Objection to Certain HR Claims: Reclassify; Reduce (Phantom Stock*  
*Program)* (the "Objection"),<sup>2</sup> which requested, among other things, that the claims specifically  
identified in the Objection be reclassified or reduced for those reasons set forth in the Objection;  
and it appearing that due and proper notice and service of the Objection as set forth therein was  
good and sufficient and that no other further notice or service of the Objection need be given;

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<sup>1</sup> The Debtors in these cases include: Circuit City Stores, Inc., Circuit City Stores West Coast, Inc., InterTAN, Inc., Ventoux International, Inc., Circuit City Purchasing Company, LLC, CC Aviation, LLC, CC Distribution Company of Virginia, Inc., Circuit City Properties, LLC, Kinzer Technology, LLC, Abbott Advertising Agency, Inc., Patapsco Designs, Inc., Sky Venture Corp, Prahs, Inc., XStuff, LLC, Mayland MN, LLC, Courchevel, LLC, Orbyx Electronics, LLC, and Circuit City Stores PR, LLC.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Objection.

and it further appearing that no response was timely filed or properly served by the Phantom Stock Claimants being affected by this Order; and it appearing that the relief requested on the Objection is in the best interest of the Liquidating Trust, the Debtors' estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Objection is SUSTAINED in its entirety.
2. The Pre-Priority Period Phantom Stock Claims identified on **Exhibit A** as attached hereto and incorporated herein are reclassified as general unsecured claims as set forth in **Exhibit A**.
3. The Reduced Phantom Stock Claims identified on **Exhibit B** as attached hereto and incorporated herein are allowed on the priority basis provided by title 11 of section 507(a)(4) of title 11 of the United States Code and are allowed in the reduced amount as listed on **Exhibit B**, with the remainder of the claims reclassified as general unsecured claims, for all purposes in these bankruptcy cases, as set forth on **Exhibit B**.
4. The Liquidating Trust's rights to object to any claim including (without limitation) the Phantom Stock Claims subject to the Objection, on any grounds that applicable law permits, are not waived and are expressly reserved.
5. The Liquidating Trust shall serve a copy of this Order on the Phantom Stock Claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.

6. This Court shall retain jurisdiction to hear and determine all matters  
arising from or relating to this Order.

Dated: Richmond, Virginia  
\_\_\_\_\_, 2011

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HONORABLE KEVIN R. HUENNEKENS  
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

TAVENNER & BERAN, PLC

/s/ Paula S. Beran  
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*Counsel to the Circuit City Stores, Inc.  
Liquidating Trust*

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Lynn L. Tavenner  
Lynn L. Tavenner

In re Circuit City Stores, Inc, et al.

Case No. 08-35653 (KRH)

**EXHIBIT A TO ORDER GRANTING LIQUIDATING TRUST'S OMNIBUS OBJECTION NO. 16**

**Phantom Stock Claims (Reclassify in their Entirety as GUC). See p. 3, para. 4, and pp. 8-10 of Omnibus Objection.**

<b>Phantom Stock Claims (Reclassify in their Entirety as GUC). See p. 3, para. 4, and pp. 8-10 of Omnibus Objection.</b>							
<b>Date Filed</b>	<b>Claim Number</b>	<b>Claimant Name and Address</b>	<b>Additional Notice Address</b>	<b>Classification as Filed</b>	<b>Claim Amount as Filed</b>	<b>Reclassified General Unsecured Claim (subj. to further objection)</b>	<b>Debtor</b>
1/28/2009	7096	ANDERSON, LEE ANN 2022 GROVE AVE RICHMOND, VA 23220		Priority	\$190.00	\$190.00	Circuit City Stores, Inc.
1/27/2009	6023	BEAM, MICHAEL W 5227 SCOTSGLEN DR GLEN ALLEN, VA 23059		Priority	\$2,381.25	\$2,381.25	Circuit City Stores, Inc.
1/29/2009	9504	CANCEL, MARCOS G PLAZA 25 MF50 MARINA BAHIA CATANO, PR 00962		Priority	UNLIQUIDATED	UNLIQUIDATED	Circuit City Stores PR, LLC
1/27/2009	6027	DING, JENNIFER S 5507 OLDE HARTLEY WAY GLEN ALLEN, VA 23060		Priority	\$952.50	\$952.50	Circuit City Stores, Inc.
1/28/2009	6955	Draxler, Steven F 2322 Pocono Ct De Pere, WI 54115		Priority	\$5,440.00	\$5,440.00	Circuit City Stores, Inc.
1/27/2009	6593	FREEMAN, JAMES M 10307 SAGEGLOW HOUSTON, TX 77089		Priority	UNLIQUIDATED	UNLIQUIDATED	Circuit City Stores, Inc.
1/29/2009	8006	LATTA, DONNA 298 GREENFIELD RD BRIDGEWATER, NJ 08807		Priority	\$192.00	\$192.00	Circuit City Stores, Inc.
1/30/2009	10147	MAPLES III, MURRAY DAVID 7812 MARS HILL RD BAUXITE, AR 72011		Priority	BLANK	BLANK	Circuit City Stores, Inc.
1/27/2009	6182	MCNEESE, MICHAEL 17814 WEST WOOD DR SURPRISE, AZ 85388		Priority	\$47,815.50	\$47,815.50	Circuit City Stores West Coast, Inc.
1/5/2009	2521	MITCHELL, EUGENE O 808 LAKECREST AVE APT 103 HIGH POINT, NC 27265		Priority	UNLIQUIDATED	UNLIQUIDATED	Circuit City Stores, Inc.
1/30/2009	9652	ROSS, ANGELA P 4413 WYTHE AVE RICHMOND, VA 23221		General Unsecured Priority	\$2,383.00 \$10,950.00	\$13,333.00	Circuit City Stores, Inc.
1/26/2009	6140	SESSOMS, JOHN D 7307 SADDLE OAKS DR CARY, IL 60013		Priority	\$3,143.25	\$3,143.25	Circuit City Stores, Inc.

In re Circuit City Stores, Inc, et al.

Case No. 08-35653 (KRH)

**EXHIBIT B TO ORDER GRANTING LIQUIDATING TRUST'S OMNIBUS OBJECTION NO. 16**

**Phantom Stock Claims (Allow on Priority Basis in Reduced Amount; No Reclassification).** See page 3, para. 5, and pp. 10-11 of Omnibus Objection.

Phantom Stock Claims (Allow on Priority Basis in Reduced Amount; No Reclassification). See page 3, para. 5, and pp. 10-11 of Omnibus Objection.							
Date Filed	Claim Number	Claimant Name and Address	Additional Notice Address	Classification as Filed	Claim Amount as filed	Debtor	Allowed Priority Claim (Reduced)
1/27/2009	6255	ARINGTON, MICHAEL SCOTT 14417 W MAUNA LOA LANE SURPRISE, AZ 85379		Priority	\$50,000.00	Circuit City Stores West Coast, Inc.	\$95.25